Griesa, J

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Attorneys for Defendants New York Life Insurance Company and New York Life Insurance and Annuity Corporation

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re TREMONT SECURITIES LAW, STATE LAW AND INSURANCE LITIGATION

Master Docket No. 08-Civ-11117 (TPG)

CLASS ACTION

This Document Relates To:

INSURANCE ACTION, 09-Civ-557

STIPULATION AND ORDER OF SUBSTITUTION OF COUNSEL

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, that the law firm of Pillsbury Winthrop Shaw Pittman LLP is hereby substituted for Jorden Burt LLP as counsel of record for Defendants New York Life Insurance Company and New York Life Insurance and Annuity Corporation in the above-captioned action. Pillsbury Winthrop Shaw Pittman LLP requests that a copy of all papers henceforth served in this action be served upon Maria T. Galeno, Kenneth W. Taber, and Greg T. Lembrich at the firm's office located at 1540 Broadway, New York, New York 10036.

New York Life Insurance Company and New York Life Insurance and Annuity Corporation are Defendants in the action captioned *Prickett v. Massachusetts Holding LLC, et al.*, formerly Docket No. 09-Civ.-03137 (TPG), which was consolidated with this

action by order of the Honorable Thomas P. Griesa, United States District Judge, dated May 1, 2009.

The supporting affidavit of Maria T. Galeno is attached hereto pursuant to Local Civil Rule 1.4.

This substitution does not waive or otherwise impair any claims or defenses that Defendants New York Life Insurance Company and New York Life Insurance and Annuity Corporation may have available to them.

This Stipulation may be executed in counterpart.

Dated: January 26, 2011

Respectfully submitted,

By: ______________________
Ben V. Seessel
Jeffrey L. Williams
Jorden Burt LLP
175 Powder Forest Drive
Simsbury, CT 06089
Phone: (860) 392-5000
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By: ______________________
Thomas J. Finn
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Phone: (860) 275-6784
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By: [signature]
Maria T. Galeno
Kenneth W. Taber
Greg T. Lembrich
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1540 Broadway
New York, NY 10306
Phone: (212) 858-1000
Email: maria.galeno@pillsburylaw.com
kenneth.taber@pillsburylaw.com
greg.lembrich@pillsburylaw.com

SO ORDERED:

Dated: New York, New York
January __, 2011

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U.S.D.J.

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kenneth.taber@pillsburylaw.com
greg.lembrich@pillsburylaw.com

SO ORDERED:

Dated: New York, New York
January __, 2011

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U.S.D.J.

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SO ORDERED:

Dated: New York, New York
January 31, 2011

[signature: Thomas P. Griesa]
U.S.D.J.

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